

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Millard S. Drexler, Inc.		01/09/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Madewell Inc.		
Street Address:	770 Broadway		
Internal Address:	c/o J. Crew Group, Inc.		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10003		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77015932	MADEWELL	
Registration Number:	0968685	MADEWELL	
CORRESPONDENCE DATA			
Fax Number:	(212)575-0671		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-790-9200		
Email:	trademark@cll.com		
Correspondent Name:	Joel Karni Schmidt		
Address Line 1:	1133 Avenue of the Americas		
Address Line 2:	Cowan, Liebowitz & Latman, P.C.		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	26906.001/JKS/GTA		
NAME OF SUBMITTER:	Joel Karni Schmidt		

OP \$65.00 77015932

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TRADEMARK
REEL: 003694 FRAME: 0005

Signature:

/Joel Karni Schmidt/

Date:

01/10/2008

Total Attachments: 4

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TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (this "Agreement") is made this 9th day of January, 2008 between Millard S. Drexler, Inc., a Delaware corporation ("Assignor" or "MSD") and Madewell Inc., a Delaware corporation ("Assignee"), pursuant to the Trademark License Agreement among Millard S. Drexler, MSD, and J. Crew Group, Inc., dated October 20, 2005; the Contribution and Assignment Agreement, dated as of August 24, 2006, among J. Crew Group, Inc., J. Crew Operating Corp. and Madewell Inc., the Assignment Agreement, dated as of August 24, 2006 between J. Crew Group, Inc. and Madewell Inc., and the letter agreement, dated January 16, 2007, among Madewell Inc., MSD and Millard S. Drexler (collectively, the "Madewell Agreements").

Assignor is the owner of the applications and registrations of the marks shown in the attached Schedule A (the "Trademarks");

Pursuant to the Madewell Agreements Assignor has conveyed to Assignee all of Assignor's right, title and interest in and to the Trademarks and the goodwill associated therewith; and

Assignee wishes to acquire all of Assignor's right, title and interest in and to the Trademarks and the goodwill associated therewith.

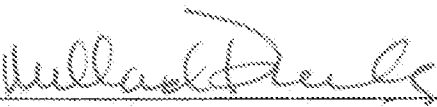
NOW, THEREFORE, for good and valuable consideration and the sum of Five Dollars (\$5), the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers, and conveys unto Assignee all of its rights, title and interest in and to the Trademarks, whether statutory or at common law, including all applications and registrations thereof, together with the goodwill of the business symbolized by the Trademarks, and the right to sue for, collect and retain all damages and profits and all other remedies for past infringements thereof.

This Agreement shall be construed in a manner consistent with the terms of the Madewell Agreements. Except for the Madewell Agreements, this Agreement contains the final, complete and exclusive understanding between Assignor and Assignee regarding its subject matter and supersedes any prior or contemporaneous agreement, understanding, or representation, oral or written, by either of them.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date first above written.

MILLARD S. DREXLER, INC.

MADEWELL INC.

By: 
Name: Millard S. Drexler
Title: Principal

By: 
Name: Arlene S. Hong
Title: General Counsel

NOTARIAL ACKNOWLEDGEMENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 9th day of January, 2008, before me personally came Millard S. Drexler, to me known, who being by me duly sworn, did depose and say that he is Principal of Millard S. Drexler, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name with authority to execute the foregoing instrument.

[Notarial Seal]

Melissa A. Recca
Notary Public

MELISSA A. RECCA
NOTARY PUBLIC, State of New York
No. 01RES102169
Qualified in New York County
Commission Expires November 24, 2011

NOTARIAL ACKNOWLEDGEMENT

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On the 9th day of January, 2008, before me personally came Arlene S. Hong, to me known, who being by me duly sworn, did depose and say that she is General Counsel of Madewell Inc., the corporation described in and which executed the foregoing instrument; and that she signed her name with authority to execute the foregoing instrument.

[Notarial Seal]

Melissa A. Recca
Notary Public

MELISSA A. RECCA
NOTARY PUBLIC, State of New York
No. 01188102169
Qualified in New York County
Commission Expires November 1, 2011

Schedule A

1

Country: United States						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
MADEWELL	18, 25, 35	77/015932	10/6/2006			FILED
MADEWELL	25	72/416485	2/24/1972	968685	9/18/1973	REGISTERED